

**EXHIBIT D**

**Second Administrative Order for Removal Action, dated January 31, 1991**

Records Center

STATE: MA

EPA: 101

OTHER: 5

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION I



SDMS DocID

264445

In the Matter of:

South Street Superfund Site  
Walpole, Massachusetts

Milton Shaffer, Irving Shaffer, and  
Burton Shaffer as Trustees of BIM  
Investment Trust;

Milton Shaffer, Irving Shaffer, and  
Burton Shaffer as Trustees of Shaffer  
Realty Nominee Trust;

W.R. Grace & Co. - Conn.,

Respondents

Proceeding under section 106(a)  
of the Comprehensive Environmental  
Response, Compensation, and Liability  
Act, as amended, 42 U.S.C. § 9606(a)

U.S. EPA Region I  
CERCLA Docket No.  
I-92-1033

SECOND  
ADMINISTRATIVE ORDER  
FOR REMOVAL ACTION

### JURISDICTION

1. This Administrative Order ("Order") is issued pursuant to the authority vested in the President of the United States by section 106(a) of the Comprehensive Environmental Response, Compensation, and Liability Act, as amended ("CERCLA"), 42 U.S.C. § 9606(a). This authority was delegated to the Administrator of the United States Environmental Protection Agency ("EPA") on January 23, 1987, by Executive Order 12580, 52 Fed. Reg. 2926 (January 29, 1987), and further delegated to the Regional Administrator, EPA Region I by EPA Delegation No. 14-14-B (September 13, 1987).

### STATE COORDINATION

2. Pursuant to section 106(a) of CERCLA, 42 U.S.C. § 9606(a), the State of Massachusetts has been notified in writing of the issuance of this Order.

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PURPOSE

3. The purpose of this Order is to compel the Respondents to perform removal activities at the South Street Superfund Site in Walpole, Massachusetts, as set forth in the Action Memorandum signed by the Regional Administrator on September 28, 1987, and the Scope of Work appended to this Order as Appendix A.

FINDINGS OF FACT

Respondents

4. Respondents Milton Shaffer, Irving Shaffer, and Burton Shaffer are the trustees of the Shaffer Realty Nominee Trust ("Shaffer Trust"), a trust created by declaration of trust dated December 26, 1986. The Shaffer Realty Nominee Trust has its principal place of business in Boston, Massachusetts.

5. Respondents Milton Shaffer, Irving Shaffer, and Burton Shaffer are the trustees of the BIM Investment Trust ("BIM Trust"), a trust created by declaration of trust dated February 28, 1966. The BIM Investment Trust has its principal place of business in Boston, Massachusetts.

6. Respondent W.R. Grace & Co. - Conn. ("Grace") is a Connecticut corporation with its principal place of business in Boca Raton, Florida.

Site Description

7. The South Street Superfund Site ("Site") consists of approximately 21 acres of land in Walpole, Massachusetts. The Site is described as the following lots on the Town of Walpole Tax Map D-12: 1232-1A, 1232-2, 1235-1, 1235-2A, 1235-2B, 1235-3 (erroneously designated on the Tax Map as lot 1275-3), 1235-4, 1235-5, 1235-6, 1235-7, 1235-8, 1240-13, 1240-14, 1245-8, 1245-9, approximately 0.5 acres of lot 1249 which abuts lot 1235-4 and the Neponset River, and lot 1275-5.

8. The Site is located in a mixed commercial, industrial, and residential area and is comprised of industrial buildings, a railroad right of way, a portion of the Neponset River, wooded areas, and residential properties. Access to the Site is partially restricted by a fence surrounding lots 1235-1, 1235-8, 1235-4, and an approximately one-half acre portion of lot 1249. Access to the remainder of the Site is unrestricted.

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Site History

9. Certain properties comprising the Site have been used for industrial purposes since the early 1800s. In 1915, the Standard Woven Fabric Company acquired sixteen of those properties and shortly thereafter began manufacturing multiple woven asbestos brake linings and other asbestos products. Operations involved in the manufacture of asbestos brake linings, including the crushing of raw asbestos, the production of finished goods, and the disposal of asbestos wastes, were performed on portions of the Site property. In 1920, Standard Woven Fabric Company changed its name to the Multibestos Company. From approximately 1920 to 1935, the Multibestos Company continued the manufacture of asbestos brake linings and other asbestos products at the Site.

10. Historical data, visual evidence, and sampling data, taken together, indicate that from approximately 1916 through 1936, Standard Woven Fabric Company and the Multibestos Company disposed of raw asbestos waste, asbestos dust generated during processing, and off-specification or otherwise unsold finished goods on a portion of the Site. Due to the flooding and erosion of the Neponset River, other weather conditions, and human activity, asbestos waste has been exposed in the soil surface and has come to be located on other portions of the Site.

11. Dewey & Almy Chemical Company acquired a majority of the stock of Multibestos in 1930, and acquired all of the non-realty assets of Multibestos in 1934. As majority shareholder of Multibestos, Dewey & Almy exerted control over operations and decisions regarding Multibestos' facility at the Site. W.R. Grace & Co. and the Dewey and Almy Chemical Company merged in 1954, with W.R. Grace & Co. as the resulting corporation. On May 25, 1988, W.R. Grace & Co. changed its name to W.R. Grace & Co. - Conn. Consequently, Respondent Grace is the successor-in-interest to the operator of the Site (Multibestos) at the time of disposal of asbestos waste at the Site.

12. In 1937, a portion of the Site (lots 1235-1 and 1235-4) was sold to the Kendall Company. Kendall operated a non-woven cotton fabric manufacturing business on the Site until 1985, when it sold the aforementioned properties to Respondent BIM Trust. Respondent BIM Trust is the current owner and operator of that portion of the Site.

13. Other entities, including the Massachusetts Chemical Company, the Walpole Tire and Rubber Company, Industrial Properties, Inc., General Fibre Company, Inc., and Holiday Coffee Company, previously owned or operated on portions of the Site.

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The entities Cosmec, Inc. and Stop & Shop are currently tenants on lot 1235-2A at the Site.

14. Between 1946 and 1967, Shaffer Realty Corp. purchased lots which constitute portions of the Site. Legal title to these lots was conveyed to Shaffer Realty Nominee Trust on December 26, 1986. Respondent Shaffer Trust is the current owner and operator of that portion of the Site.

15. By letter dated November 23, 1987, EPA notified Shaffer Realty Corp. of its status as a potentially responsible party at the Site and afforded it the opportunity to perform or finance necessary removal activities.

16. By letter dated December 15, 1987, EPA notified W.R. Grace & Co. - Conn. (f/k/a W.R. Grace & Co.) of its status as a potentially responsible party at the Site and afforded it the opportunity to perform or finance necessary removal activities.

Environmental Status of Site

17. On October 29, 1986, the Massachusetts Department of Environmental Quality Engineering<sup>1</sup> ("DEQE") received a telephone complaint that asbestos was present on lot 1235-8 along the banks of the Neponset River near South Street in Walpole, Massachusetts. DEQE contacted EPA and requested assistance from EPA's New England Regional Laboratory in analyzing soil samples taken from the Site. The analysis, completed on October 30, 1986, indicated that the soil samples contained 45 to 75 percent friable asbestos. DEQE and EPA investigated the Site and found evidence of friable asbestos at or near the soil surface in certain areas of the Site.

18. Asbestos bulk soil samples and river sediment samples were taken by EPA on October 30, 1986, November 14, 1986, November 20, 1986, November 21, 1987, July 2, 1987, and July 20, 1987. Analysis of river sediment samples collected downstream of the Site indicated the presence of asbestos. The percent of total asbestos present in soil samples taken at the Site ranged from zero to ninety percent.

19. On December 15, 1988, EPA issued an Administrative Order for Removal Action (the "First Order") to Respondents BIM

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<sup>1</sup> On July 1, 1989, the Massachusetts Department of Environmental Quality Engineering changed its name to the Massachusetts Department of Environmental Protection.

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Trust and Shaffer Trust. Pursuant to the First Order, the Respondents conducted a comprehensive site assessment to determine the horizontal and vertical extent of asbestos contamination at the Site.

20. Sampling results in the Respondents' report dated August 18, 1989, indicated the need for additional sampling and analysis and the inclusion of additional properties in the Site description. Results of the additional sampling and analysis were submitted to EPA in a report dated August 30, 1990. In late 1990, the Respondents recommended sampling and analysis on yet additional properties and supplemental sampling on several properties which had previously been investigated.

21. The two diagrams attached to this Order as Appendix B identify soil sample locations at which actionable levels of asbestos were found. Asbestos-containing soils ("ACS") exhibiting more than one percent asbestos were deemed by EPA to be actionable. In addition, visual examination of the soil surface at the Site revealed the presence of discarded brake linings and other asbestos-containing materials in significantly higher concentrations.

22. Based upon the results of the site assessment, in January 1991, the Respondents to the First Order submitted a plan to EPA entitled "Short Term Measure Response Plan - Engineering Evaluation and Cost Analysis - Asbestos Removal Action - South Street Site" ("Response Plan") which examined various alternative cleanup options. Of the proposed alternatives, the Response Plan recommended a cleanup approach consisting of:

- construction of an aluminum corrugated plate arch culvert for a length of approximately 400 feet in the portion of the Neponset River (and corresponding banks) where ACS is present.

- excavation of ACS from on-site residential and non-residential properties and containment of such ACS in the area above the culvert.

- excavation of ACS from certain on-site locations, transfer of such ACS to other Site areas, and containment of such ACS with cover materials.

23. In a letter to the Respondents dated September 6, 1991, EPA approved the concept of the removal plan outlined above.

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Endangerment and Response

24. The Site is located in an industrialized area surrounded by residential neighborhoods. Three operating businesses and numerous private residences are located within the Site boundaries. An estimated 3,500 people reside within a 500 meter radius of the Site.

25. For some portions of the Site there are no barriers, or inadequate barriers, to prevent access to the Site. In addition, friable asbestos when exposed to the elements may become airborne. Consequently, the potential exists for exposure to humans, including nearby residents and employees of area businesses.

26. Approximately 30 percent of the Site falls within the 100-year flood plain. This 30 percent includes portions of the river banks which contain high concentrations of asbestos-containing materials. A flood of this area may cause the waterborne migration of asbestos from the Site and thus the potential for exposure to nearby residents and workers.

27. Friable asbestos, when exposed to the elements, provides a direct means by which asbestos fibers may enter the environment in an uncontrolled manner, become airborne, and potentially expose humans. Asbestos fibers may enter the body through inhalation or ingestion.

28. On December 18, 1986, the Agency for Toxic Substances and Disease Registry issued a health assessment which concluded that, "In so far as the South Street Asbestos Site, Walpole, MA has been documented to be contaminated with asbestos waste that could be dispersed into the air or water via natural means or by human activity, the Site poses an increased risk of cancer to human populations that become exposed and, therefore, presents a substantial public health threat which should be remediated."

29. The actual or threatened release of asbestos from the Site may pose an imminent threat to public health or welfare. The dangers posed include, without limitation: (i) Asbestosis - a chronic pneumoconiosis which results from the inhalation of asbestos fibers. Asbestosis is a progressive and irreversible disease which leads to respiratory failure; (ii) Mesothelioma - diffuse cancers that rapidly spread over the surface of the lung, abdominal organs, and heart. Mesothelioma results in rapid physiological deterioration and death within one to two years of diagnosis; and (iii) Cancers of the larynx, esophagus, stomach, colon, and rectum. As there is no safe exposure level

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established for asbestos, any human exposure to asbestos fibers should be minimized.

30. The removal action specified in the Action Memorandum signed by the Regional Administrator, EPA Region I, on September 28, 1987, and as detailed in the Scope of Work appended to this Order, will consist of incorporating the results of Respondents' investigative and assessment efforts into a comprehensive removal action plan (the "Removal Action Plan") designed to eliminate the actual or threatened release of asbestos into the soil, air, and water and, upon approval, implementing that Removal Action Plan. By eliminating and controlling the source of exposure to nearby human populations, this removal action will prevent, minimize, and/or mitigate the imminent and substantial endangerment to the public health or welfare or the environment posed by the actual or potential releases of asbestos from the surface soils and river banks at the Site.

CONCLUSIONS OF LAW AND DETERMINATIONS

On the basis of the findings of fact, EPA makes the following Conclusions of Law and Determinations:

31. The South Street Site is a "facility" as that term is defined in section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

32. Each Respondent is a "person" as that term is defined in section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

33. Each Respondent is a liable party within the meaning of section 107(a) of CERCLA, 42 U.S.C. § 9607(a).

34. The substance listed in paragraph 17 above is a "hazardous substance" as that term is defined in section 101(14) of CERCLA, 42 U.S.C. § 9601(14). The hazardous substance listed above is present at the Site.

35. The conditions described in paragraphs 9 to 26 above constitute an actual or threatened "release" into the "environment" within the meaning of section 101(8), (22) of CERCLA, 42 U.S.C. § 9601(8), (22).

36. The actual or threatened releases of hazardous substances at or from the Site may pose "an imminent and substantial endangerment to the public health or welfare or the environment" within the meaning of section 106(a) of CERCLA, 42 U.S.C. § 9606(a).



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37. In order to protect public health and welfare and the environment, and prevent further release or threat of release of hazardous substances at or from the Site, a Removal Action is necessary and appropriate. The Removal Action will consist of implementation of the Scope of Work appended to this Order. The Scope of Work is designed to prevent, minimize, and/or mitigate damage to the public health or welfare or the environment which may otherwise result from the release or threat of release of hazardous substances and was developed in accordance with the criteria set forth at section 300.415 of the National Contingency Plan ("NCP"), 40 C.F.R. § 300.415.

38. The removal actions specified in this Order will be done promptly and properly by the Respondents, and will be consistent with the NCP, if performed in accordance with the terms of this Order and Scope of Work.

ORDER

Based upon EPA's jurisdiction, and the findings of fact and determinations set forth above, the Respondents are ORDERED to perform all work required under this Order. The Respondents shall comply with the following provisions and perform all actions required by the terms and conditions of this Order.

PARTIES BOUND

39. This Order shall apply to and be binding upon the Respondents and upon their receivers, trustees, successors, and assigns. No change in ownership or corporate status shall in any way alter the Respondents' responsibilities under this Order. Respondents are jointly and severally responsible for carrying out all activities required of them by this Order. The failure of one or more Respondent to comply with all or any part of this Order shall not in any way excuse or justify noncompliance by any other Respondent including, but not limited to, the failure to perform all obligations of any defaulting Respondent.

DESIGNATION OF SUPERVISING CONTRACTOR AND PROJECT COORDINATOR

40. Within seven (7) days after the effective date of this Order, the Respondents shall retain the services of a qualified and experienced Supervising Contractor for the purpose of performing the work required by this Order in accordance with the terms and conditions of the Scope of Work. Within the same seven

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(7) day period, the Respondents shall notify EPA in writing of the name, address, and qualifications of the proposed supervising contractor and the name and telephone number of the supervising contractor's primary contact person. The Respondents shall also notify EPA of the identity and qualifications of any other contractor(s) or subcontractor(s) to be used at the Site at least seven (7) days in advance of their performing any work under this Order.

41. The supervising contractor shall be a qualified professional with substantial expertise and experience in the cleanup of hazardous waste sites. EPA reserves the right to disapprove, based on professional qualifications, conflicts of interest, and/or deficiencies in previous similar work, any contractor or subcontractor or other person engaged directly or indirectly by the Respondents to conduct work activities under this Order. If EPA disapproves the selection of any proposed contractor, the Respondents shall notify EPA in writing of the name, address, and qualifications of another contractor within fourteen (14) days after receipt of the notice of disapproval.

42. The Respondents shall provide a copy of this Order to all contractors, subcontractors, laboratories, and consultants retained in connection with this Order within seven (7) days after the Order's effective date or of such retention, whichever is later. The Respondents shall ensure that all such contractors, subcontractors, laboratories, and consultants will perform all work in conformity with CERCLA, the NCP, and the terms and conditions of this Order and Scope of Work.

43. Within seven (7) days after the effective date of this Order, the Respondents shall designate a Project Coordinator who shall be responsible for administration of all of the Respondents' actions called for by this Order and shall submit the designated coordinator's name, address, and telephone number to EPA. EPA will deem the project coordinator's receipt of any notice or communication from EPA relating to this Order as receipt by the Respondents.

EPA ON-SCENE COORDINATOR

44. The EPA On-Scene Coordinator ("OSC") will administer EPA's responsibilities and receive all written notices, reports, plans, and other documents required by this Order. All submissions required by this Order shall be sent to EPA's OSC at the following address:

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Thomas C. Condon  
U.S. Environmental Protection Agency  
60 Westview Street  
Lexington, MA 02173  
(617) 860-4305  
FAX (617) 860-4397

45. EPA's OSC shall have the authority vested in him by the NCP including, but not limited to, the authority to stop work being performed pursuant to this Order and the authority to modify the Scope of Work. Absence of the OSC from the Site shall not be cause for stoppage of work by the Respondents unless specifically directed by the OSC.

REMOVAL WORK TO BE PERFORMED; COMPLETION OF WORK

46. Within seven (7) days after retention of the supervising contractor, the Respondents shall commence the work detailed in the Scope of Work. Activities involved shall include performance of pre-removal inspection and maintenance activities; summarizing all available sampling and analysis results and specifically delineating the scope and extent of asbestos contamination; providing detailed engineering plans for the placement of the aluminum plate arch culvert; proposing comprehensive plans for addressing all remaining contamination on-site; compiling these elements into a detailed Removal Action Plan; and, upon approval, implementing all activities outlined in the approved Removal Action Plan. All work performed by the Respondents shall be conducted in accordance with CERCLA, the NCP, applicable guidance documents provided by EPA, and the provisions of this Order including any standards, specifications, and time schedules contained in the Scope of Work or specified by the OSC.

47. Within sixty (60) days after completing all work required under this Order, the Respondents shall submit for EPA approval a Completion of Work Report summarizing the activities conducted pursuant to the Scope of Work. The Completion of Work Report shall include the categories of information and conform to the requirements specified in section VII. of the Scope of Work. The Completion of Work Report shall be certified by the supervising contractor to the effect that all removal activities have been completed in full satisfaction of the requirements of this Order.

48. When EPA determines that all work has been fully performed in accordance with this Order (with the exception of

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all continuing obligations required by this Order) and that all goals and objectives of this Order and the Scope of Work have been satisfied, EPA will provide written notice to the Respondents. If EPA determines that all removal activities have not been completed in accordance with the provisions of this Order, it will so notify the Respondents and provide a list of the tasks remaining and a schedule for their completion. The Respondents shall perform all remaining tasks and shall submit an amended Completion of Work Report in accordance with the EPA notice. If EPA determines that the remaining tasks have not been completed in accordance with the provisions of the EPA notice and this Order, the Respondents shall be in violation of this Order.

49. EPA's issuance of the notice referred to in paragraph 48 shall not preclude it from later determining, based upon new information or otherwise, that the Respondents have not completed all removal activities in accordance with the provisions of this Order.

PROGRESS REPORTS

50. The Respondents shall submit a written progress report to EPA concerning activities undertaken pursuant to this Order by the fifth day of each calendar month until issuance of the EPA notice referred to in paragraph 48 above. These reports shall describe all significant developments during the preceding month, including the work performed and any problems encountered, and the developments anticipated during the next calendar month, including the work to be performed, anticipated problems, and planned resolutions of past or anticipated problems.

SUBMISSIONS REQUIRING AGENCY APPROVAL:  
RESPONDENTS' OBLIGATION TO PROCEED

51. After review of any deliverable, plan, report, or other item ("submission") which the Respondents are required to submit for review and approval pursuant to this Order and Scope of Work, EPA may: (i) approve the submission; (ii) conditionally approve the submission with required modifications; (iii) disapprove the submission and notify the Respondents of deficiencies; or (iv) disapprove the submission and modify the deliverable, plan, report, or other item itself to cure any deficiencies. In the event EPA approves or conditionally approves the submission, or disapproves and modifies the submission itself, the Respondents shall perform all actions required by the submission, as approved, conditionally approved, or modified by EPA.

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52. Upon receipt of a notice of disapproval with deficiencies ((iii) above), the Respondents shall correct the deficiencies and resubmit the submission within seven (7) days or such other time period specified in the notice of disapproval. Notwithstanding a notice of disapproval, the Respondents shall proceed to take any action required by any non-deficient portion of the submission. If EPA does not approve the submission as resubmitted, Respondents shall be in violation of the Order.

53. For each submission provided to EPA, the Respondents shall submit such copies as specified by the OSC. Any deliverable, plan, or report submitted to EPA pursuant to this Order shall be dated and shall include, in a prominent location in the document, the following disclaimer: "Disclaimer: This document has been prepared pursuant to a government administrative order (U.S. EPA Region I CERCLA Docket No. I-92-1033) and is subject to approval by the U.S. Environmental Protection Agency. The opinions, findings, and conclusions expressed are those of the authors and not those of the U.S. Environmental Protection Agency." In addition, any such deliverable, plan, or report which has not received final approval from EPA shall be marked "Draft" on each page.

INCORPORATION AND ENFORCEABILITY OF DOCUMENTS

54. The Scope of Work and all other appendices or attachments to this Order shall be deemed incorporated into, and made an enforceable part of, this Order. Upon approval by EPA pursuant to the procedures of paragraphs 51 and 52, all deliverables, plans, reports, specifications, schedules, or other items required by or developed under this Order shall be deemed incorporated into, and made an enforceable part of, this Order. In the event of conflict between this Order and any document attached to, incorporated into, or enforceable hereunder, the provisions of this Order shall control.

SITE ACCESS

55. All Respondents that own, occupy, or control property at the Site, or property other than the Site to which access is required in order to properly carry out the terms of this Order, shall grant access to the other Respondents, the other Respondents' authorized representatives, and EPA and its officers, employees, agents, contractors, consultants, and other authorized representatives for purposes of implementing and monitoring work to be performed under this Order.

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56. To the extent access to, use or ownership of, or easements over property other than the Site is required for the proper and complete implementation of this Order, the Respondents shall use their best efforts to obtain access agreements or other interests in the property, in writing, sufficient to allow implementation of this Order within twenty-eight (28) days after the Order's effective date. For purposes of this paragraph, "best efforts" include, but are not limited to, the payment of money in consideration of access to property.

57. Such written access agreements or other interests obtained pursuant to the preceding paragraph shall provide the Respondents, the Respondents' authorized representatives, EPA and their officers, employees, agents, contractors, consultants, and other authorized representatives access to the Site at all times for purposes of implementing and monitoring work under this Order. Such written access agreements or other interests shall specify that the Respondents are not EPA's representatives or agents with respect to liability associated with the Site.

58. In the event that site access agreements or other interests sufficient for implementation and monitoring of work under this Order are not obtained within the time period specified above, the Respondents shall notify EPA, in writing, within three (3) days thereafter regarding the lack of such agreements and the efforts made by the Respondents to obtain them. Lack of access shall not excuse or justify failure to perform any activity or to meet any deadline not requiring or directly dependent upon such access.

QUALITY ASSURANCE/SAMPLING

59. The Respondents shall submit to EPA, upon receipt, the results of all sampling or tests and all other data generated by the Respondents, their contractor(s), or on the Respondents' behalf in the course of implementing this Order. The Respondents shall also provide the quality assurance/quality control procedures followed by all sampling teams and laboratories performing data collection and/or analysis.

60. Upon request, the Respondents shall allow EPA or its authorized representatives to take split and/or duplicate samples of any samples collected by the Respondents while performing work under this Order. The Respondents shall notify EPA not less than seven (7) days in advance of any sample collection activity. In addition, EPA shall have the right to take any additional samples that it deems necessary.

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61. The Respondents shall assure that EPA and its authorized representatives are allowed access to any laboratory utilized by the Respondents in implementing this Order. Upon request, the Respondents shall have a designated laboratory analyze samples submitted by EPA for quality assurance monitoring.

ACCESS TO INFORMATION; RECORD PRESERVATION;  
CONFIDENTIALITY CLAIMS

62. Upon request, the Respondents shall provide EPA with copies of all records, documents, and other information generated by the Respondents and their contractor(s) which relate in any way to the conditions at the Site or to the implementation of this Order including, but not limited to, sampling and analysis records, field sheets and field notes, engineering logs, chain of custody records, contracts, bills of lading, trucking logs, manifests, receipts, reports, and correspondence. In addition, the Respondents' employees, agents, or representatives with knowledge of facts concerning the conditions at the Site or performance of work under this Order shall be made available to EPA to provide such information at reasonable times and after reasonable notice.

63. For a period of at least six (6) years following completion of all work conducted by the Respondents pursuant to this Order, the Respondents shall preserve all documents, records, and information of whatever kind, nature, or description in their possession and/or control or that of their officers, employees, agents, accountants, contractors, attorneys, successors, and assigns that relate in any way to the performance of work under this Order or relate in any way to releases or threatened releases of hazardous substances which are the subject of the removal action addressed by this Order. After this nine (9) year period has expired, the Respondents shall provide EPA with thirty (30) days advance written notice prior to the destruction of any such records, documents, or information. The Respondents shall send such notice, accompanied by a copy of this Order, to:

Regional Counsel  
Office of Regional Counsel  
U.S. Environmental Protection Agency  
J.F.K. Federal Building  
Boston, Massachusetts 02203-2211  
Re: Removal Action at South Street Superfund Site,  
CERCLA Docket No. I-92-1033

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Upon request, the Respondents shall provide to EPA copies of all such records, documents, or information.

64. The Respondents may assert a confidentiality claim, if appropriate, covering part or all of the information required by or requested under this Order, pursuant to section 104(e)(7) of CERCLA, 42 U.S.C. § 9604(e)(7), and 40 C.F.R. § 2.203(b) (1989). The Respondents shall adequately substantiate all such assertions. Analytical and other data specified in section 104(e)(7)(F) of CERCLA shall not be claimed as confidential by the Respondents. Information determined to be confidential by EPA will be afforded the protection required by section 104(e)(7) of CERCLA and by 40 C.F.R. Part 2, Subpart B. If no confidentiality claim accompanies the information when submitted to EPA, EPA may make it available to the public without further notice to the Respondents.

CREATION OF DANGER; EMERGENCY RESPONSE

65. Upon the occurrence of any incident or change of conditions during the activities conducted pursuant to this Order that causes or threatens a release of hazardous substances from the Site or an endangerment to the public health or welfare or the environment, the Respondents shall immediately take all appropriate action to prevent, abate, or minimize such release or endangerment. The Respondents shall also immediately notify the OSC or, in the event of his unavailability, shall notify the Regional Duty Officer of the Emergency Planning and Response Branch, EPA Region I, telephone (617) 223-7265. In taking any actions under this paragraph, the Respondents shall act in accordance with all applicable provisions of the Health and Safety Plan prepared pursuant to the Scope of Work.

66. The Respondents shall submit a written report to EPA within seven (7) days after each incident specified above, setting forth the events that occurred and the measures taken and to be taken to mitigate any release or endangerment caused or threatened by the incident and to prevent the recurrence of such an incident.

67. Nothing herein shall limit the power and authority of EPA or the United States to take, direct, or order all actions necessary to protect public health, welfare, or the environment or to prevent, abate, or minimize an actual or threatened release of hazardous substances, pollutants or contaminants, or hazardous or solid waste on, at, or from the Site.



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#### INSTITUTIONAL CONTROLS

68. Respondents shall implement all institutional controls and/or deed restrictions as specified in the Scope of Work.

#### OFF-SITE POLICY

69. All hazardous substances, pollutants or contaminants removed off-site pursuant to this Order for treatment, storage, or disposal shall be treated, stored, or disposed of at a facility in compliance with the EPA Revised Off-Site Policy (OSWER Dir. No. 9834.11, promulgated pursuant to 42 U.S.C. § 9621(d)(3)), as determined by EPA.

#### AMENDMENTS

70. This Order, other than the Scope of Work, may only be amended in writing by signature of the Regional Administrator of EPA Region I. Amendments to the Scope of Work may be made in writing by the OSC or at the OSC's oral direction. Where the OSC makes an oral modification, he will memorialize the modification in writing to the Respondents within three (3) days; provided, however, that the effective date of the modification shall be the date of the OSC's oral direction.

71. No informal advice, guidance, suggestion, or comment by EPA regarding reports, plans, specifications, schedules, and any other writing submitted by the Respondents shall be construed as relieving the Respondents of their obligation to obtain such formal approval as may be required by this Order.

#### OTHER APPLICABLE LAWS

72. Except as otherwise provided pursuant to paragraph 73 herein and Section 121(e) of CERCLA, all on-site and off-site actions required pursuant to this Order shall be performed in accordance with all applicable local, state, and federal laws and regulations. Such laws shall include, but not be limited to, the laws relating to occupational health and safety and worker's compensation.

73. In accordance with 40 C.F.R. § 300.415(i), all on-site actions required pursuant to this Order shall, to the extent practicable, as determined by EPA, considering the exigencies of

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the situation, attain applicable or relevant and appropriate requirements under federal environmental, state environmental, or facility siting laws.

INSURANCE

74. At least seven (7) days prior to commencing any on-site work under this Order, the Respondents shall secure, and shall maintain for the duration of this Order, comprehensive general liability and automobile insurance with limits of five million dollars (\$5,000,000), combined single limit. The United States shall be named as an insured for all such insurance policies. Within the same time period, the Respondents shall provide EPA with certificates of such insurance and a copy of each insurance policy. If the Respondents demonstrate to EPA that any contractor or subcontractor maintains insurance equivalent to that described above or insurance covering the same risks but in a lesser amount, then the Respondents need provide only that portion of the insurance described above which is not maintained by such contractor or subcontractor.

REIMBURSEMENT OF EPA COSTS

75. The Respondents shall reimburse EPA, upon written demand, for all response costs (including interest) incurred by the United States in connection with this Order. Response costs shall include all direct costs related to overseeing the removal activities performed under this Order and all indirect costs calculated in accordance with EPA policy. On a periodic basis, EPA will submit to the Respondents a bill for response costs incurred by the United States with respect to this Order. Such bill will consist of: (1) a line-item summary of costs incurred during the preceding period with a breakdown of costs by category (including without limitation, payroll, travel, indirect costs, and contracts); and (2) a brief narrative summarizing the oversight activities performed by EPA and EPA's contractors during the billing period.

76. The Respondents shall, within thirty (30) days after receipt of each bill, remit payment by certified or cashier's check, payable to the "Environmental Protection Agency, Hazardous Substance Superfund". Each such check shall reference the South Street Superfund Site and the EPA docket number of the Order. The transmittal letter accompanying each such payment shall reference the purpose of the payment -- reimbursement of response costs -- and shall be mailed to the following address:

South Street Site  
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Region I  
U.S. Environmental Protection Agency  
Attn: Hazardous Substance Superfund Accounting  
P.O. Box 360197M  
Pittsburgh, Pennsylvania 15251

Respondents shall simultaneously send a copy of the transmittal letter and check to:

Lee Mac Michael  
U.S. Environmental Protection Agency  
Site Evaluation and Response Section I  
60 Westview Street  
Lexington, Massachusetts 02173

ENFORCEMENT; PENALTIES FOR NONCOMPLIANCE

77. Violation of this Order may subject the Respondents to civil penalties of up to twenty-five thousand dollars (\$25,000) for each day the violation occurs, as provided in section 106(b)(1) of CERCLA, 42 U.S.C. § 9606(b)(1). The Respondents may also be subject to punitive damages in an amount up to three (3) times the amount of any costs incurred by the United States as a result of such violation, as provided in section 107(c)(3) of CERCLA, 42 U.S.C. § 9607(c)(3).

DISCLAIMER OF LIABILITY BY EPA

78. By issuance of this Order, the United States and EPA assume no liability for injuries or damages to persons or property resulting from acts or omissions by the Respondents, their officers, employees, agents, representatives, successors, assigns, contractors, or consultants in carrying out activities pursuant to this Order. Neither the United States nor EPA shall be held as a party to any contract entered into by the Respondents or their directors, officers, employees, agents, representatives, successors, assigns, contractors, or consultants in carrying out activities pursuant to this Order.

NO RELEASE FROM LIABILITY

79. Nothing in this Order shall constitute or be construed as a satisfaction or release from any claim, cause of action, or demand in law or equity against the Respondents or any other person, whether or not a party to this Order, for any liability such person may have for any conditions or claims arising out of

South Street Site  
Second Administrative Order for Removal Action  
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or relating in any way to the generation, storage, treatment, handling, transportation, release, or disposal of any hazardous substances, hazardous wastes, pollutants, or contaminants found at, taken to, or taken from the Site including, but not limited to, any and all claims of the United States for money damages and interest under section 107(a) of CERCLA, 42 U.S.C. § 9607(a), or under any other applicable statute or the common law.

80. Nothing in this Order shall be deemed to constitute any decision on preauthorization of a claim within the meaning of section 111 of CERCLA, 42 U.S.C. § 9611.

RESERVATION OF RIGHTS BY EPA

81. The United States reserves all rights against the Respondents and all other persons to take any further civil, criminal, or administrative enforcement action pursuant to CERCLA and/or any other available legal authority including the right to seek injunctive relief; the recovery of money expended or to be expended (plus interest); monetary penalties; criminal sanctions; and/or punitive damages regarding: (i) any violation of this Order; or (ii) any actual or potential threat to human health or welfare or the environment, or any release or threat of release of hazardous substances on, at, in, or near the Site.

82. EPA further expressly reserves the right both to disapprove work performed by the Respondents and to request or order the Respondents to perform tasks in addition to those detailed in the Order. In addition, EPA reserves the right to undertake response actions at any time and to perform any and all portions of the work activities which the Respondents have failed or refused to perform properly or promptly.

83. Notwithstanding any other provision of this Order, EPA shall retain all of its information gathering, entry, inspection, and enforcement authorities and rights under CERCLA and under any other applicable law, regulation, or permit.

OPPORTUNITY TO CONFER

84. On December 23, 1991, EPA transmitted a draft of this Order to the Respondents. The Respondents were given twenty-one (21) calendar days to submit comments on the terms of the Order and the attached Scope of Work. EPA has reviewed and considered all such comments prior to issuing the final Order.

South Street Site  
Second Administrative Order for Removal Action  
Page 20

85. Within four (4) days after receipt of this Order, the Respondents may request a conference with EPA to be held no later than two (2) days before the effective date. Requests for a conference should be submitted to:

Andrew Raubvogel  
Office of Regional Counsel  
U.S. Environmental Protection Agency  
JFK Federal Building -- RCV-23  
Boston, Massachusetts 02203-2211  
(617) 565-3169  
FAX (617) 565-1141

86. The purpose and scope of the conference shall be limited to issues involving the implementation of the response actions required by this Order and the extent to which the Respondents intend to comply with this Order. The conference is not an evidentiary or adversarial hearing and is not part of any proceeding to enforce or challenge the Order. The conference does not give the Respondents a right to seek review of this Order or to seek resolution of potential liability and no official stenographic record of the conference will be made. At any conference held pursuant to this section, the Respondents may appear in person or by attorney or other representative.

EFFECTIVE DATE; COMPUTATION OF TIME

87. This Order shall be effective fourteen (14) days after the Order is signed by the Regional Administrator. All times for performance of obligations under this Order shall be calculated from the effective date. For purposes of this Order, the term "day" shall mean a calendar day unless otherwise noted herein. When computing any period of time under this Order, if the last day would fall on a Saturday, Sunday, or federal holiday, the period shall run until the next working day.

IT IS SO ORDERED. Issued at Boston, Massachusetts this 31<sup>st</sup>  
day of January, 1992.

  
Julie Belaga  
Regional Administrator, Region I  
U.S. Environmental Protection Agency

APPENDIX A

SCOPE OF WORK

SOUTH STREET SUPERFUND SITE - WALPOLE, MASSACHUSETTS

Pursuant to the  
Administrative Order for Removal Action  
Docket No. I-92-1033 CERCLA

I. INTRODUCTION

This scope of work ("SOW") identifies the components of work required pursuant to the Unilateral Administrative Order for Removal Action (CERCLA Docket No. I-92-1033). Under this SOW, Respondents shall prepare and submit to EPA a Removal Action Plan and other plans and reports as identified below. Upon EPA approval, Respondents shall implement the Removal Action Plan. The Removal Action Plan will provide a detailed outline of the work to be performed to abate the potential danger to public health or welfare or the environment which may otherwise result from the actual or threatened release of asbestos at or from the South Street Superfund Site in Walpole, Massachusetts ("Site"). The Removal Action Plan and all other plans and reports shall be developed in accordance with the criteria set forth in the National Contingency Plan (NCP), 40 C.F.R. Part 300 and any amendments thereto.

Pursuant to the first Unilateral Administrative Order (CERCLA Docket No. I-89-1000) ("First Order"), the respondents to that order performed an assessment of the horizontal and vertical extent of asbestos contamination at the Site. Based upon the results of the site assessment, the respondents to the First Order prepared a plan entitled "Short Term Measure Response Plan - Engineering Evaluation and Cost Analysis - Asbestos Removal Action - South Street Site" (the "Response Plan") which examined various alternative cleanup options. The Response Plan recommended a cleanup approach consisting of:

- construction of an aluminum corrugated plate arch culvert for a length of approximately 400 feet in the portion of the Neponset River (and corresponding banks) where asbestos-contaminated soil ("ACS") is present.
- excavation of ACS from off-facility properties and containment of such ACS in the area above the culvert.
- excavation of ACS from on-facility locations and containment of such ACS in the area above the culvert.
- excavation of ACS from on-facility locations, transfer of such ACS to other Site areas, and containment of such ACS with cover materials.

EPA approved this cleanup approach in a letter to the Respondents dated September 6, 1991.

## II. WORK TASKS

Respondents shall perform the following activities pursuant to the schedule provided in Section VIII of this SOW:

- A. Conduct a Pre-Removal Inspection and Maintenance Program;
- B. Develop and Implement a Removal Action Plan consisting of:
  - 1. Removal Action Work Plan.
  - 2. Quality Assurance Project Plan.
  - 3. Health and Safety and Air Monitoring Plan.
  - 4. Design Drawings, Calculations, and Specifications.
    - a. Plate Arch Culvert Design.
    - b. Hydraulic and Hydrologic Analysis.
    - c. Site Preparation.
    - d. Containment Cell Design.
    - e. Cap design.

After EPA approval of the Health and Safety Plan and Quality Assurance Project Plan, Respondents shall comply with such plans in conducting all removal activities under this SOW.

- C. Develop and Implement a Post-Removal Inspection and Maintenance Plan;
- D. Develop and Implement Institutional Controls;
- E. Prepare a Completion of Work Report; and
- F. Attain the Applicable or Relevant and Appropriate Requirements identified in Appendix C.

## III. PRE-REMOVAL INSPECTION AND MAINTENANCE

From the effective date of this order until on-site removal activities commence, Respondents shall implement an ongoing inspection and maintenance program which will include the following: i) the entire fence line; ii) all warning signs; iii) the asbestos pile located on Lot 1235-2A; iv) all areas where a temporary asbestos cover is in place; and v) a



general reconnaissance of the entire Site. Where an inspection reveals damage or deterioration of any such area, Respondents shall immediately notify the OSC of the conditions, and undertake repairs and/or replacement as soon as possible, but no later than seven (7) days from the inspection. Inspections shall occur every month, and shall be conducted by an individual familiar with the Site and the conditions present at the Site. Within ten (10) days of each inspection, Respondents shall submit a written report to the OSC summarizing the results of the inspection.

#### IV. REMOVAL ACTION PLAN

Respondents shall prepare a Removal Action Plan which will contain the following components:

##### A. Removal Action Work Plan

The Removal Action Plan shall contain a Work Plan based upon the prior site assessment work and the Response Plan approved by EPA under the First Order. The Work Plan shall identify the objectives for implementation and completion of all removal activities, including a description of all removal activities and proposed methods for the implementation of each such activity.

The Work Plan shall contain a proposed schedule which at a minimum identifies the sequence of removal activities and the start and completion dates for each activity. The plan shall define a critical path which identifies those activities dependent on the completion of other activities, and those activities which can be implemented concurrently.

Under the First Order, the approved Response Plan consisted of several distinct removal activities tailored towards particular areas of the Site. Consistent with that approach, the Work Plan shall depict Site boundaries, and further delineate specific zones based upon the proposed removal activity to be utilized for each such zone.

The Work Plan shall also provide for sampling and analysis to confirm the effective removal of Asbestos Contaminated Soil from those zones where ACS is to be excavated.

##### B. Quality Assurance Project Plan (QAPjP)

The Quality Assurance Project Plan shall ensure that all analytical results generated during removal

activities are of known quality. The Respondents shall develop the QAPjP in conjunction with the chosen laboratory. The QAPjP shall be developed in accordance with EPA's "Interim Guidance and Specifications for Preparing Quality Assurance Project Plans" (QAM-005/80, EPA-600/4-83-004; NTIS PB 83-170514). The QAPjP shall address both field and laboratory analytical work and include at a minimum: laboratory certification, chain of custody, sample receipt, sample storage and handling, analytical methods, calibration procedures and frequency for the analytical equipment that will be used, QA/QC Standard Operating Procedures (SOPs for ms/msd, method blanks, duplicate surrogate recoveries and instrument performance criteria), data validation, and a listing of the laboratory personnel and their qualifications. In addition, the QAPjP shall specify the elapsed time between sample submission and receipt of analytical results.

It is strongly recommended that Respondents request the supervising contractor to work with the selected laboratory(ies) when developing the entire QAPjP, since much of the required material will already have been developed by such laboratory(ies). The analytical methods used will also be dictated in part by the data requirements specified by the selected treatment and disposal facility, where applicable.

C. Health and Safety and Air Monitoring Plan (HSAMP)

In conducting all on-site activities, Respondents shall comply with Section 300.150 of the NCP, 40 C.F.R. § 300.150, which references standards promulgated by the Occupational Safety and Health Administration (Hazardous Waste Operations and Emergency Response, 29 C.F.R. § 1910.120), including development and implementation of a health and safety program. Respondents shall also comply with applicable contaminant-specific standards for asbestos (29 CFR § 1926.58 - Asbestos Standards for the Construction Industry).

Respondents shall submit the HSAMP for EPA review and comment. After incorporation of EPA's comments, Respondents shall ensure that all persons entering the Site during this removal action comply with the HASMP.

The HSAMP shall, at a minimum:

1. Designate an on-site safety and health supervisor, define his/her role and authority, and list any

- other critical personnel (including the alternate supervisor) who will assist the supervisor;
2. Characterize the safety and health risk or hazard analysis for each of the tasks and/or operations identified in this SOW;
  3. Specify the site security measures and/or security guard duties. This description shall include the security measures to be taken to ensure that no unauthorized persons enter the Site and that all persons conducting work at the Site will comply with the security measures. A Site entry/exit log shall be maintained and the HSAMP shall specify the person responsible for maintaining this log. If a security guard is hired, the on-site safety and health supervisor shall ensure that the guard conducts his/her duties outside the areas of contamination;
  4. Specify the personnel training requirements necessary to comply with tasks and/or operations identified in this SOW;
  5. Specify the appropriate levels of personnel protective equipment that will be worn to conduct the tasks and/or operations identified in this SOW;
  6. Specify the medical surveillance requirements. Based upon the anticipated season when work will be performed and the required level of personnel protective equipment, the potential site-specific health hazards (including physical stress due to temperature) shall be included;
  7. Specify an air monitoring program designed to provide information on the exposure of persons at the Site to friable asbestos, as well as the release of friable asbestos from the Site. Specify the frequency and types of personnel and ambient air monitoring methods, and the monitoring instrumentation that will be utilized.
  8. Specify the decontamination procedures for personnel and equipment. A flow chart identifying the specific decontamination stations shall be included;

9. Specify the site control measures. The HSAMP shall include a Site map with initial delineation of work zones. As zones change, the map shall be amended;
10. Specify a plan for site communications, including the means by which all employees will be notified in an emergency, and the identification of the nearest medical assistance;
11. Specify an emergency response plan. This plan shall describe the appropriate response to various contingencies that may reasonably be anticipated to arise during the course of implementing work required under this SOW. A list of emergency phone numbers and a map which identifies the location and the route to the nearest hospital that will accept injured personnel shall be included. Material Safety Data Sheets (MSDS) for all hazardous substances, pollutants, or contaminants known or suspected to be on-site shall be available for inspection by all employees and in the event of an emergency; and
12. Specify the precautions to be taken to ensure the safety of local residents, including but not limited to, conducting air monitoring and implementing procedures to minimize the migration of asbestos while conducting removal operations.

D. Design Drawings, Calculations, and Specifications

1. Plate Arch Culvert Design

The Removal Action Plan shall include a detailed design plan for the plate arch culvert which will be utilized to contain asbestos and stabilize the banks of a portion of the Neponset River. The detailed design plan shall be accompanied by the performance specifications for the culvert, and the calculations which demonstrate that the culvert design meets those specifications.

The Response Plan under the First Order included a proposal that the area above the culvert be utilized as a containment cell for ACS. The culvert shall be designed to minimize the likelihood of any failure of or damage to this containment cell. In addition, the culvert shall be designed so as to allow for repairs to be conducted from within the culvert.

2. Hydraulic and Hydrologic Analysis

The Removal Action Plan shall include the results of hydraulic and hydrologic analyses to ensure that the proposed culverting of the Neponset River does not significantly increase the level of the existing 100-year floodplain. The hydrologic analysis shall include a definition of the 100 year-floodplain for the Neponset River and the projected flows if a 100 year flood occurred. Existing information such as the Federal Emergency Management Agency, Flood Insurance Study of the Neponset River should be utilized. A United States Geological Survey Stream Gauge located just downstream of the site should be used to develop flow rates.

The hydraulic analysis shall be performed to determine if the proposed culvert can handle the 100 year flow without significantly increasing the 100 year floodplain elevation upstream or downstream of the site. Water Surface Profiles (i.e. Energy Grade Lines, Hydraulic Grade Lines, etc.) of pre-construction conditions and projected post-construction conditions shall be incorporated into the analysis. In addition, the plan shall include an analysis of potential erosion effects caused by the proposed culvert at the inlet and outlet areas of the structure.

3. Site Preparation

Prior to actual on-site commencement of removal activities, a number of preliminary tasks must be accomplished (e.g., the relocation of sanitary sewer and storm water discharge drains, and clearing vegetation from certain areas of the Site). The Removal Action Plan shall include a site preparation plan for all foreseeable preparatory activities, based upon the Response Plan.

4. Containment Cell Design

The areas known as lagoons #1 and #2 and the area above the proposed culvert have been designated as potential locations for on-site containment of asbestos-contaminated soil transferred from other portions of the Site. The Removal Action Plan shall include a design plan for these containment cells.

The proposed containment cell above the culvert shall be designed so as to minimize the potential for release of ACS into the Neponset River (and its banks) in the event of failure of or damage to the culvert.

5. Cap Design

The Removal Action Plan shall include a design plan for the cap which will be utilized to contain asbestos on certain portions of the Site. The cap should be designed to prevent the penetration of frost into the asbestos containing soils. Respondents shall refer to "EPA Asbestos Abatement Work, New England Division, Engineering Division, Position Paper" as guidance in preparing the cap design. The cap design plan shall include calculations which demonstrate that the proposed cap thickness is justified.

A Site Drainage Plan should also be developed due to the length of the proposed culvert and the size of the area to be filled. The Plan should outline how drainage will be handled for the area above and around the diversion structure. All assumptions and calculations necessary to perform the analyses should be submitted.

V. POST-REMOVAL INSPECTION AND MAINTENANCE PLAN

Respondents shall submit a Post-Removal Inspection and Maintenance Plan, and corresponding schedules, which shall address the following post-removal tasks:

- A. An evaluation of the need for and development (as appropriate) of post-removal inspection and maintenance for the cap and culvert; and
- B. An evaluation of the need for institutional controls and/or deed restrictions and a description of such controls and/or restrictions.

In the event that analysis performed during implementation of the Removal Action Plan indicates that the action levels for residual contamination have not been achieved, Respondents shall propose additional response actions to achieve those levels. Upon EPA approval, Respondents shall undertake those additional response activities.

VI. INSTITUTIONAL CONTROLS

Respondents shall provide institutional controls as set forth in the Federal Clean Air Act National Emission Standards for Hazardous Pollutants (NESHAPS), 40 CFR § 61.151(e), and as may be additionally required by EPA.

VII. COMPLETION OF WORK REPORT

The Completion of Work Report shall be modeled after the OSC Report required by Section 300.165 of the NCP. The Report shall include but not be limited to:

- A. An overview of all removal work conducted, including a brief summary which explains how Respondents accomplished the objectives of the removal action;
- B. A chronology of the removal activities. Daily field activity summary reports shall be maintained during the cleanup and should be referred to when developing this chronology. The actual daily reports shall be provided as attachments;
- C. A discussion of the removal activities. Include "as-built" drawings as appropriate. The removal shall be photo-documented and copies of those photographs shall also be provided as attachments to this report;
- D. A description of the physical location of residual asbestos at the Site, including:
  1. Tabular summary of all the data generated;
  2. Site map(s) that delineate the residual lateral and vertical contaminant concentration and show the depth and type of clean fill used to restore the Site to its original contour;
  3. All analytical reports generated from samples taken during the implementation of the Removal Action Work Plan shall be provided as attachments; and
  4. An evaluation of the effectiveness of the cleanup in mitigating the threat and actual release of hazardous substances from the Site.
- E. Legible copies of hazardous waste manifests containing all signatures including the receiving facility signature or any similar shipping documents, and

documentation which certifies the final disposition of any material shipped off-site shall be provided as attachments.

VIII. SCHEDULE

Respondents shall submit deliverables in accordance with paragraphs 51-53 of the Order, and plan and conduct the removal activities pursuant to the following schedule:

- A. Within thirty (30) days after the effective date of this Order and continuing until on-site removal activities under the Removal Action Plan commence, Respondents shall implement an ongoing inspection and maintenance program under section III of this SOW.
- B. Within twenty-one (21) days after the effective date of this Order, Respondent shall submit for EPA approval the Removal Action Plan;
- C. Within fourteen (14) days after EPA approves the Removal Action Plan, Respondents shall commence on-site removal activities and shall complete such activities within the time schedule provided in the approved Removal Action Plan. Respondents shall notify EPA in writing of the date on which on-site removal activities are completed;
- D. No later than fourteen (14) days prior to the scheduled date for completion of work in the approved Removal Action Plan, Respondent shall submit for EPA approval a Post-Removal Inspection and Maintenance Plan.
- E. Within seven (7) days after EPA approval of the Post-Removal Inspection and Maintenance Plan, Respondents shall commence post-removal activities and shall complete such activities within the time schedule provided in the approved Post-Removal Plan; and
- F. Within sixty (60) days after completing all on-site removal activities other than ongoing post-removal inspection and maintenance, Respondents shall submit for EPA approval the Completion of Work Report.

IX. NOTIFICATION, STATUS REPORTS, AND STATE COMMUNICATION

- A. Respondents shall provide advance notification to EPA of any planned field activities related to this Order including but not limited to the following:



1. Seven (7) days advance notice of any sampling activities. This will ensure sufficient lead time for EPA to schedule sample analysis slots for any confirmatory sampling required. Should an unanticipated occurrence require collection of samples (e.g. an emergency), Respondents shall notify EPA of the sampling event as soon as practicable;
  2. Three (3) days advance notice of other field work, e.g., commencement of actual cleanup activities.
- B. Within ten (10) days after receiving a verbal or written request from the OSC, Respondents shall provide EPA with a written status report of work identified by the OSC. This report shall include specific photographs, tables and diagrams, as required, in addition to a brief chronological summary of milestone activities which positively or negatively impact on the Respondents' ability to fulfill their obligations under the Order and this SOW in a timely manner.
- C. In addition to any provisions of the Order or SOW requiring submission of deliverables, plans, or other documents to EPA, Respondent shall also submit any or all such documents, as specified by the OSC, to the State of Massachusetts Department of Environmental Protection at the following address:

Patricia Donahue  
Massachusetts Department of Environmental Protection  
10 Commerce Way  
Woburn, Massachusetts 01801

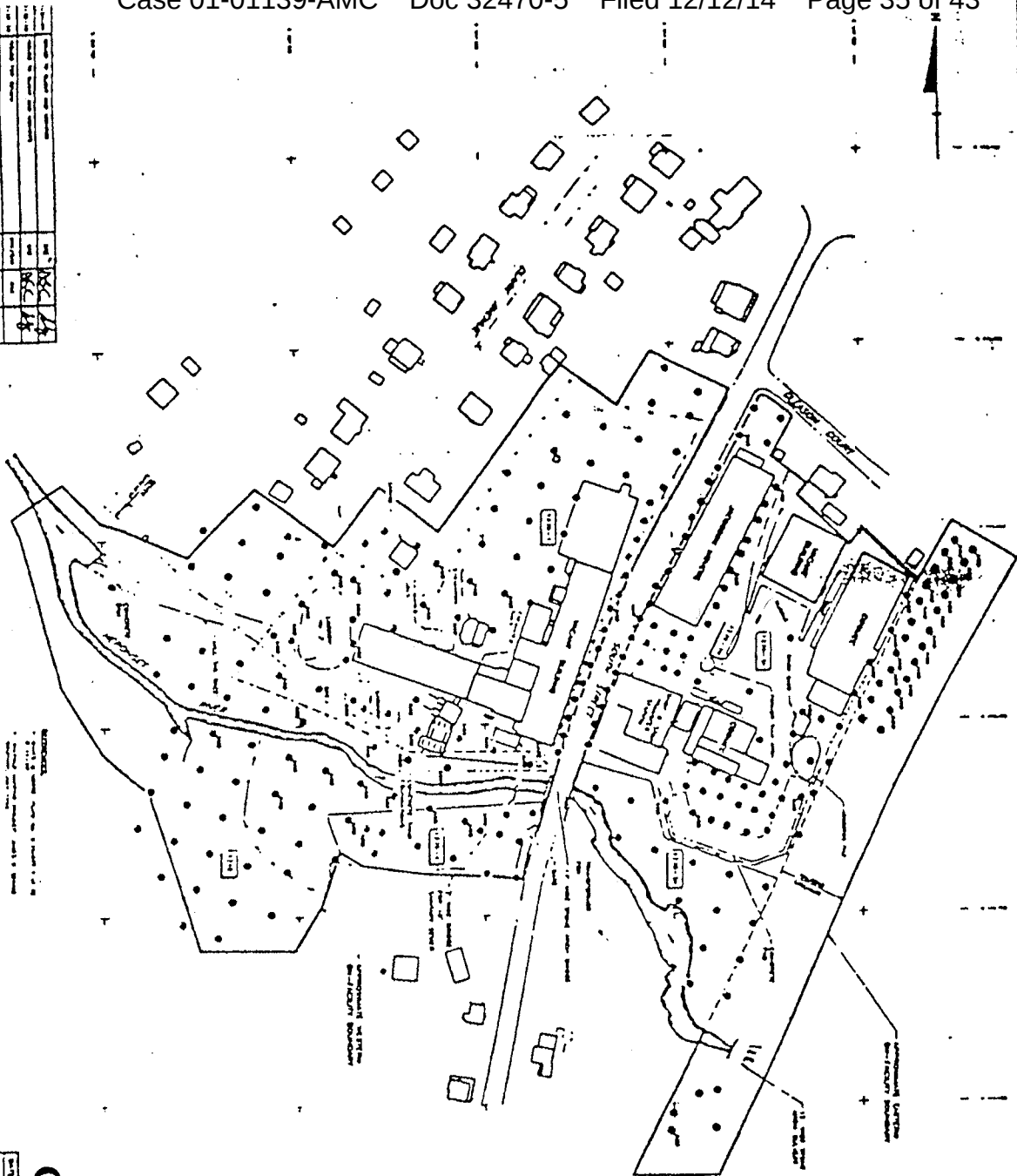
APPENDIX B

SOIL SAMPLE LOCATIONS FOR WHICH RESPONDENTS' FOUND ACTIONABLE  
LEVELS OF ASBESTOS

SOUTH STREET SUPERFUND SITE - WALPOLE, MASSACHUSETTS

Pursuant to the  
Administrative Order for Removal Action  
Docket No. I-92-1033 CERCLA

DATE	12/12/14
BY	BC/
FOR	BC/
PROJECT	ASBESTOS SAMPLING RESULTS
LOCATION	SOUTH STREET SITE
SCALE	1" = 100'
FIGURE	3
REVISED	12/12/14



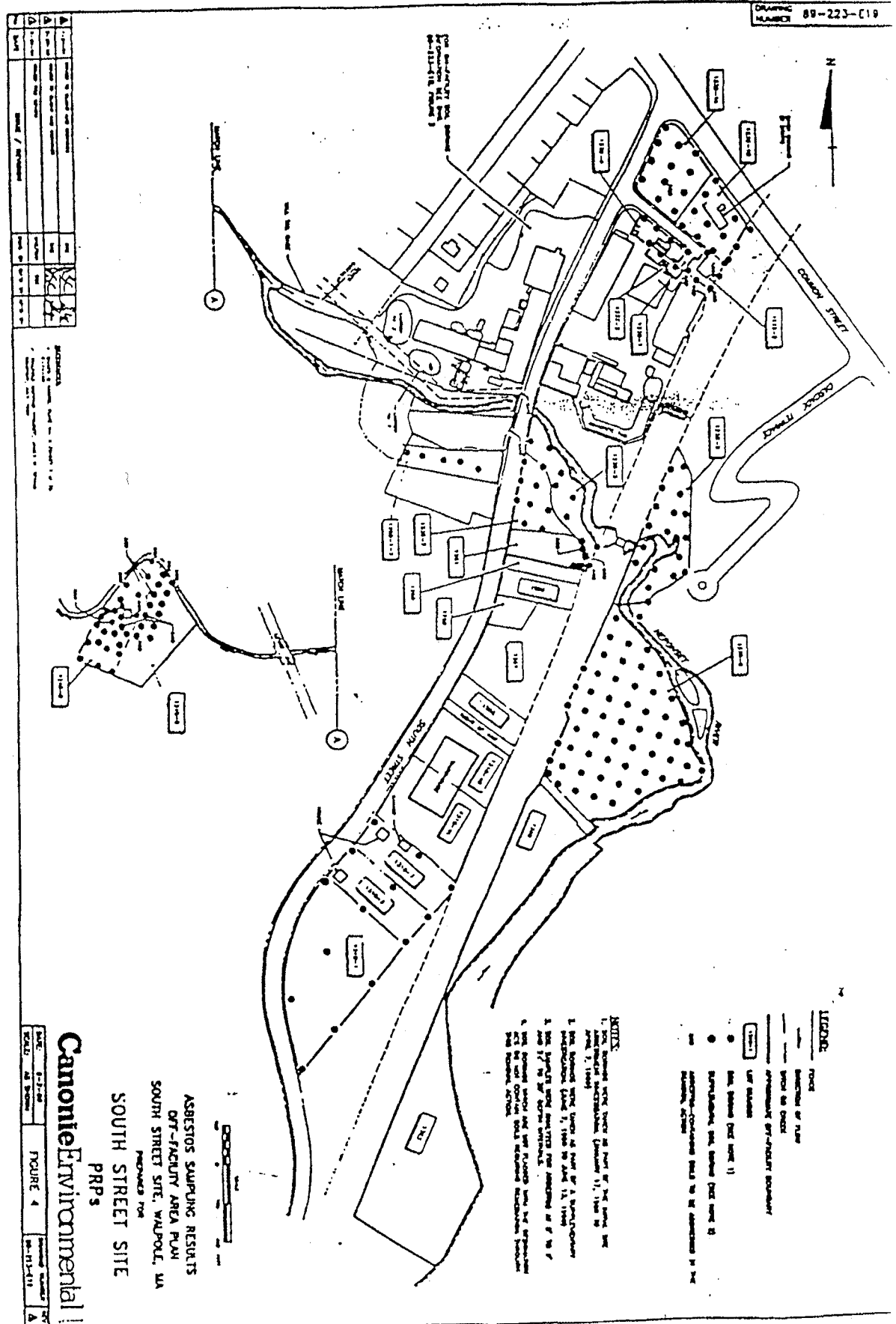
# CanoneEnvironmental

ASBESTOS SAMPLING RESULTS  
EASTERN AND WESTERN  
ON-FACILITY AREA PLAN  
SOUTH STREET SITE, WALPOLE, MA  
PREPARED FOR  
PRPs  
SOUTH STREET SITE

DATE	12/12/14
BY	BC/
FOR	BC/
PROJECT	ASBESTOS SAMPLING RESULTS
LOCATION	SOUTH STREET SITE
SCALE	1" = 100'
FIGURE	3
REVISED	12/12/14

**NOTES:**  
1. Sampling was done at the location of the site, as indicated on the map.  
2. Sampling was done at the location of the site, as indicated on the map.  
3. Sampling was done at the location of the site, as indicated on the map.  
4. Sampling was done at the location of the site, as indicated on the map.  
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8. Sampling was done at the location of the site, as indicated on the map.  
9. Sampling was done at the location of the site, as indicated on the map.  
10. Sampling was done at the location of the site, as indicated on the map.

- LEGEND:**
- ROOF
  - SECTION OF FLOOR
  - SECTION OF CURB
  - ASBESTOS SAMPLING LOCATION
  - LOT NUMBER
  - LOT NUMBER (SEE NOTE 1)
  - LOT NUMBER (SEE NOTE 2)
  - LOT NUMBER (SEE NOTE 3)
  - LOT NUMBER (SEE NOTE 4)
  - LOT NUMBER (SEE NOTE 5)
  - LOT NUMBER (SEE NOTE 6)
  - LOT NUMBER (SEE NOTE 7)
  - LOT NUMBER (SEE NOTE 8)
  - LOT NUMBER (SEE NOTE 9)
  - LOT NUMBER (SEE NOTE 10)



APPENDIX C

APPLICABLE OR RELEVANT AND APPROPRIATE REQUIREMENTS

SOUTH STREET SUPERFUND SITE - WALPOLE, MASSACHUSETTS

Pursuant to the  
Administrative Order for Removal Action  
Docket No. I-92-1033 CERCLA

SOUTH STREET SITE, WALPOLE MASSACHUSETTS:

ARARS DETERMINATION FOR REMOVAL ACTION  
CONDUCTED UNDER CERCLA § 106

Introduction

The purpose of a removal action is to respond to a release or threat of release of hazardous substances, pollutants, or contaminants in order to abate near term dangers to human health and the environment. Pursuant to the National Contingency Plan (NCP), removal actions shall, "to the extent practicable considering the exigencies of the situation, attain applicable or relevant and appropriate requirements [ARARs] under federal environmental or state environmental or facility siting laws." 40 C.F.R. § 300.415(i). To assess the practicability of attaining ARARs, EPA examines the urgency of the situation, the scope of the removal action, and other appropriate factors. *Id.*

An ARARs analysis relating to a removal action conducted under Sections 104 or 106 of CERCLA requires EPA to identify any "standard, requirement, criteria, or limitations under any Federal environmental law." 42 U.S.C. § 9621(d)(2)(A)(i). State ARARs include any "promulgated standard, requirement, criteria or limitation ... that is more stringent than the federal standard." 42 U.S.C. § 9621(d)(2)(A)(ii). However, with respect to removal actions conducted entirely on-site, local, state and federal permits are not required. 42 U.S.C. 9622(e). EPA interprets this provision to mean that removal actions conducted on-site only need to comply with the substantive components of ARARs, and not with the corresponding administrative requirements. CERCLA Compliance with Other Laws Manual (OSWER Directive 9234.1, p. XVI) ("ARARs Manual"). Further, the permit exemption applies to all administrative requirements, whether or not they are actually styled as "permits." ARARs Manual at pp. 1-11.

In order to determine the universe of ARARs pertaining to the removal action at the South Street Site, EPA evaluated information from the following sources: (i) communications from the Commonwealth of Massachusetts on state ARARs in letters dated July 11, 1990, May 29, 1991, and July 29, 1991; (ii) the Removal Plan submitted by the PRPs in January 1991 which included a discussion on state and federal ARARs; and (iii) EPA guidance and regulations and discussions with EPA personnel on federal ARARs. Based upon the criteria established by Section 121 of CERCLA and the guidelines in the ARARs Manual, EPA has determined that the ARARs listed below are practicable to attain and protective of human health and the environment.

-2-

The ARARs listed below shall be attained both during implementation of the removal action, and with respect to the hazardous substances, pollutants and contaminants remaining at the Site after the removal action is complete. The PRPs shall therefore consider these ARARs in preparing the detailed design plans for the removal action. Subsequent to this ARARs determination, EPA may make changes to the list of ARARs to be attained based upon changed conditions, information presented by the PRPs in the detailed design plans, or other relevant information, e.g., results of an ecological assessment.

### I. AIR AND TOXICS STANDARDS

#### Federal Clean Air Act

Under the authority of Section 112 of the Clean Air Act, 42 U.S.C. § 7412, EPA promulgated new National Emission Standards for Hazardous Air Pollutants (NESHAPs) on November 20, 1990, codified at 40 C.F.R. Part 61. Subpart M of the regulations governs asbestos emissions to the air; listed below are the regulations that are applicable or relevant and appropriate.

FEDERAL NESHAPS REGULATIONS	TOPIC
40 C.F.R. § 61.145(c)(2), (6)-(8)	Standard for demolition and renovation - procedures for asbestos emission control.
40 C.F.R. § 61.150 (except § 61.150(d))	Standard for waste disposal for manufacturing, fabricating, demolition, renovation, and spraying operations (subsection (d) is a procedural requirement).
40 C.F.R. § 61.151 (except § 61.151(d) & (e))	Standard for inactive waste disposal sites for asbestos mills and manufacturing and fabricating operations (subsections (d) and (e) are procedural requirements).
40 C.F.R. § 61.154 (except § 61.154(e)-(j))	Standard for active waste disposal sites (subsections (e)-(j) are procedural requirements).

#### Massachusetts Clean Air Act

The state regulations for asbestos emissions to the air are codified at 310 C.M.R. § 7.15. This entire subpart is applicable or relevant and appropriate. The PRPs shall develop the detailed design so as to attain those standards that are more stringent than the federal NESHAPS requirements.

#### Federal Toxic Substances Control Act (TSCA)

Under TSCA, 15 U.S.C. § 2601 et seq., EPA has promulgated regulations on the performance of asbestos abatement projects conducted by state and local governments whose employees are not

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covered under OSHA workplace standards.<sup>1</sup> 40 C.F.R. Part 763, Subpart G (763.120 - 763.121). As no state or local government is conducting the removal action, the TSCA standards are not directly applicable; the standards are, however, relevant and appropriate for the health and safety of all on-site personnel during implementation of removal activities at the Site. As the detailed design plan (including the Health and Safety Plan) is developed and reviewed by EPA, the OSC may need to make case-specific determinations on the practicability or impracticability of attaining particular portions of these regulations.

## II. WASTE DISPOSAL STANDARDS

### Federal Resource Conservation and Recovery Act (RCRA)

The removal action will involve the placement of ~~clean~~ fill on areas contaminated with asbestos. Pursuant to RCRA, such activity will constitute the disposal of solid waste. EPA has promulgated general guidelines under RCRA for the classification of solid waste disposal facilities and practices, codified at 40 C.F.R. Part 257. EPA applies these criteria to determine whether a waste disposal facility will pose an adverse effect on human health or the environment. EPA has determined that the removal action will attain the RCRA siting criteria if the detailed design plans are developed consistent with the Removal Response Plan; that is, implementation of the proposed action will not present any adverse effects on human health or the environment.

### Massachusetts Solid Waste Facility Site Assignment

Section 40 of 310 CMR establishes site suitability criteria for solid waste disposal. In a July 11, 1990 letter from the Massachusetts Department of Environmental Protection (DEP) to counsel for the PRPs, DEP acknowledged that the procedural requirements of the site assignment regulations do not apply. DEP further informed the PRPs and EPA that in order to abate the public health threats associated with asbestos emissions at the Site, DEP would use its statutory authority under M.G.L. c 21H to exempt the South Street Site from the site suitability criteria.

### Massachusetts Solid Waste Management

The state regulations for managing a solid waste facility are codified at 310 CMR Part 19. The table below lists those solid waste management regulations applicable or relevant and

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<sup>1</sup>Pursuant to 40 C.F.R. § 300.150, all removal actions conducted under the NCP must comply with OSHA standards in 29 C.F.R. § 1910.120. OSHA standards are thus always applicable and are not considered under an ARARs analysis.



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appropriate for the removal action. As the detailed design plan is developed and reviewed by EPA, the OSC may need to make case-specific determinations on the practicability or impracticability of attaining particular portions of these regulations.

MASSACHUSETTS SOLID WASTE MANAGEMENT REGULATIONS	TOPIC
310 CMR § 19.038(2)(a)(4)-(10); 19.038(2)(c)(2), (3)	General Criteria and Landfill Criteria for review of applications for a permit or permit modification.
310 CMR § 19.061	Regulations governing Special Wastes (Section 19.061(3) lists asbestos as a special waste).
310 CMR § 19.080(2)(c)	Variances. EPA has determined that the variance standard is met for the other applicable portions of 19.038 which are not listed above.
310 CMR § 19.112	Landfill Final Cover Systems.
310 CMR § 19.115	Storm Water Controls.
310 CMR § 19.130 (except §§ 19.130(30)-(31), (34)-(35)).	Operation and Maintenance Requirements (subsections 19.130(34)-(35) are procedural requirements).

### III. WATER AND WETLANDS STANDARDS

#### Federal Clean Water Act

Pursuant to Section 404 of the Clean Water Act, 33 U.S.C. § 1344, EPA regulates dredge or fill activities in waters of the United States. EPA has issued guidelines, codified at 40 C.F.R. Part 230, to regulate dredge and fill activities. These guidelines are applicable or relevant and appropriate, and shall be considered in the development of the detailed design plans.

EPA SECTION 404(b)(1) GUIDELINES FOR DISPOSAL OF DREDGE/FILL MATERIAL	TOPIC
Subpart A (40 C.F.R. §§ 230.1 - 230.7)	General.
Subpart B (40 C.F.R. §§ 230.10 - 230.11) (except § 230.12)	Compliance with the Guidelines (Section 230.12 is a procedural requirement). Under 230.10(a), dredge or fill activity may only occur if there is no practicable alternative. EPA has determined, based upon the Removal Response Plan, that there is no practicable alternative.
Subparts C and D (40 C.F.R. §§ 230.20 - 230.32)	Potential Impacts on Physical, Chemical, and Biological Characteristics of the Aquatic Ecosystem. These Subparts shall be considered by the PRPs when performing an ecological evaluation of the Site.
Subpart E (40 C.F.R. §§ 230.40 - 230.45)	Potential Impacts on Special Aquatic Sites. This Subpart shall be considered by the PRPs when performing an ecological evaluation of the Site.

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Subpart F (40 C.F.R. §§ 230.50 - 230.54)	Potential Impacts on Human Use Characteristics. This Subpart shall be considered by the PRPs when performing an ecological evaluation of the Site.
Subpart H (40 C.F.R. §§ 230.70 - 230.77)	Actions to Minimize Adverse Effects. The PRPs shall consider the results of the ecological evaluation in meeting these standards.

Under the Clean Water Act, the U.S. Army Corps of Engineers is authorized to issue permits for discharges into waters of the United States. The Army Corps guidelines for issuance of such permits are relevant and appropriate and shall be considered in the development of the detailed design plan.

ARMY CORP OF ENGINEERS - NATIONWIDE PERMITS	TOPICS
33 C.F.R. § 330.5(b)	Conditions to consider when dredge or fill activity occurs.
33 C.F.R. § 330.6	Management practices to minimize adverse effects of dredge or fill activity.
33 C.F.R. § 325.3(c)	In addition to the 404(b)(1) guidelines, EPA evaluates the probable (and cumulative) impacts of the proposed activity on the public interest. This public interest analysis involves an evaluation of factors enumerated in this provision. EPA has determined that the removal action is in the public interest.

#### Massachusetts Wetlands Protection Act

The state regulations for activities conducted in wetlands are codified at 310 CMR §§ 10.00 - 10.60. Part III of 310 CMR 10 establishes standards to ensure that activities in wetlands are conducted in a manner protective of the affected resources. At this time, EPA does not have sufficient information to determine if the removal will create an endangerment to the resource areas identified below, or if the attainment of the particular standards is practicable or impracticable. EPA will reassess the attainment of these standards at the detailed design phase after the PRPs perform an ecological evaluation of the Site.

MASSACHUSETTS WETLANDS PROTECTION REGULATIONS	TOPIC
310 CMR § 10.54(4)(a)(1), (3), (5)	Banks. The PRPs shall consider the results of the ecological evaluation in meeting standard (5):
310 CMR § 10.55(4)(b)	Bordering Vegetated Wetlands
310 CMR § 10.56(4)(a)(2), (4)	Land Under Water Bodies and Waterways. The PRPs shall consider the results of the ecological evaluation in meeting standard (4).

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310 CMR § 10.60	Wildlife Habitat Evaluations. The PRPs shall consider the results of the ecological evaluation in meeting these standards.
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### Massachusetts Waterways Statute

Under the authority of M.G.L. c 91, Massachusetts DEP promulgated regulations to protect and promote the public interest in waterways, including tidal and non-tidal rivers. 310 CMR 9. While these regulations may not be directly applicable to the proposed removal activities in the Neponset River, certain standards enumerated below are relevant and appropriate.

MASSACHUSETTS WATERWAYS REGULATIONS	TOPIC
310 CMR § 9.32	Categorical Restrictions on Fill and Structures
310 CMR § 9.35	Standards to Preserve Water-Related Public Rights
310 CMR § 9.37	Engineering and Construction Standards
310 CMR § 9.40	Standards for Dredging and Dredged Material Disposal

### IV. TO BE CONSIDERED

EPA may, as appropriate, identify other advisories, criteria, or guidances as additional guidelines when analyzing the risk assessment or setting protective cleanup levels at a CERCLA site. 40 C.F.R. § 300.400(g)(3). These additional guidelines are not legally binding but provide useful information or recommended procedures. The PRPs should consult the following guidelines when developing the detailed design plans for the removal action.

DOCUMENTS TO BE CONSIDERED	TOPIC
U.S. Army Corp of Engineers, "EPA Asbestos Abatement Work - Position Paper" (New England Division, Engineering Division, Dec. 1987) (prepared for EPA).	Contains guidelines developed by the Army Corps of Engineers for the cleanup of asbestos-contaminated sites in southern New Hampshire.
Massachusetts Department of Environmental Quality Engineering, "Policy for the Handling and Disposal of Non-friable Asbestos Waste" (June 20, 1979).	This policy seeks to encourage techniques which render non-friable asbestos waste from demolition sites, and establishes two methods for the disposal of such wastes.
Memorandum of Agreement Between EPA and the Department of the Army Concerning the Determination of Mitigation Under the Clean Water Act Section 401(b)(1) Guidelines (55 Fed. Reg. 9210, March 12, 1990).	Provides policy and procedures to be used in determining the type and level of mitigation techniques for work done under Section 404(b)(1) of the Clean Water Act.